



MEYER BURGER

To the shareholders of
Meyer Burger Technology Ltd

Invitation to the 15th ordinary Shareholders' Meeting

Wednesday, 29 April 2015, 10 a.m., CET (admission 9 a.m. CET)

Stade de Suisse Wankdorf, Business Center,
Papiermühlestrasse 71, 3014 Bern

Agenda and Motions of the Board

1. Annual Report 2014

1.1 Approval of the management report 2014, the annual financial statements 2014 and the consolidated financial statements 2014; presentation of the reports of the auditors

Motion of the Board of Directors: Approval of the management report, annual financial statements and consolidated financial statements for the business year 2014.

1.2 Consultative vote on the remuneration report 2014

Motion of the Board of Directors: Approval of the remuneration report 2014 (non-binding consultative vote).

2. Use of balance sheet result

Motion of the Board of Directors: Balance sheet loss of TCHF 2,234 to be carried forward.

Profit(+) / Loss(-) for the year	TCHF	- 298,531
Profit carried forward	TCHF	296,297
Net loss(-) per 31 December 2014	TCHF	- 2,234
Motion of the Board of Directors:		
Balance to be carried forward	TCHF	- 2,234

3. Release of the members of the Board of Directors and of the Management

Motion of the Board of Directors: Release the members of responsible corporate bodies for the business year 2014.

4. Election of the members of the Board of Directors

4.1. Election of the members of the Board of Directors and election of the Chairman

Motion of the Board of Directors: Election of the members of the Board of Directors individually for a term of one year until the end of the next ordinary Shareholders' Meeting:

- 4.1.1 Re-election of Peter M. Wagner (and election as Chairman of the Board of Directors)
- 4.1.2 Re-election of Dr Alexander Vogel
- 4.1.3 Re-election of Heinz Roth

- 4.1.4 Re-election of Peter Pauli
- 4.1.5 Re-election of Prof Dr Konrad Wegener
- 4.1.6 Election of Wanda Eriksen-Grundbacher
- 4.1.7 Election of Dr Franz Richter

4.2. Election of the Nomination & Compensation Committee

Motion of the Board of Directors: Individual election of the following members of the Board of Directors in the Nomination & Compensation Committee for a term of one year until the end of the next ordinary Shareholders' Meeting:

- 4.2.1 Re-election of Dr Alexander Vogel
- 4.2.2 Re-election of Peter M. Wagner
- 4.2.3 Election of Wanda Eriksen-Grundbacher

5. Election of Auditors

Motion of the Board of Directors: Re-election of PricewaterhouseCoopers Ltd, Bern, as auditors for another year.

6. Election of the Independent Proxy Holder

The Board of Directors proposes lic. iur. André Weber as independent proxy holder of the Company. André Weber is independent from the Company and has no further mandates for Meyer Burger Technology Ltd.

Motion of the Board of Directors: Re-election of lic. iur. André Weber as independent proxy holder of the Company for a term of one year until the end of the next ordinary Shareholders' Meeting.

7. Vote on the remuneration for the Board of Directors and the Management

7.1. Vote on the total amount of remuneration for the Board of Directors for the business year 2016

Motion of the Board of Directors: Approval of the total amount of remuneration for the Board of Directors of a maximum of CHF 980,000 for the business year 2016.

7.2. Vote on the total amount of remuneration for the Management for the business year 2016

Motion of the Board of Directors: Approval of the total amount of remuneration for the Management of a maximum of CHF 3,800,000 for the business year 2016.

8. Amendments of the Articles of Association

8.1. Increase of Conditional Capital – Employee Participation

The Board of Directors proposes to increase the current conditional capital in the maximum amount of CHF 34,630.45 (692,609 fully paid-in registered shares) by CHF 40,369.55. This results in a conditional capital in the total maximum amount of CHF 75,000, through the issuance of a maximum of 1,500,000 fully paid-in registered shares with a nominal value of CHF 0.05 each, by the exercise of option rights which are granted to the employees and members of the Board of Directors of the Company according to a stock option plan to be prepared by the Board of Directors. The requested increase of the current conditional capital according to Article 3b of the Articles of Association corresponds to 0.9% of the 89,891,344 registered shares registered as per 26 February 2015 in the commercial register.

Motion of the Board of Directors: In connection with the creation of the conditional capital Article 3b of the Articles of Association has to be modified, so that it states as follows (unofficial translation of the German original text):

*"Art. 3b: **Conditional Capital***

The share capital of the company, with exclusion of pre-emptive rights of shareholders, shall be increased by a maximum aggregate amount of CHF 75,000 through the issuance of a maximum of 1,500,000 registered shares, which shall be fully paid-in, with a nominal value of CHF 0.05 each, by the exercise of option rights which are granted to the employees and members of the Board of Directors of the company or of group companies based on a plan to be prepared by the Board of Directors. Upon acquisition, the new registered shares are subject to the registration restrictions set forth in Article 4 of the Articles of Association."

8.2. Increase of conditional capital – Conversion Rights and/or Option Rights

Article 3c of the Articles of Association contains a conditional capital of up to a maximum amount of CHF 200,000 (4,000,000 fully paid-in registered shares). The Board of Directors proposes to increase the conditional capital by CHF 240,000 in order to fully cover the convertible bonds issued on 17 September 2014 (convertible into 8,779,631 registered shares). This results in a conditional capital in the total maximum amount of CHF 440,000, through the issuance of a maximum of 8,800,000 to be fully paid-in registered shares with a nominal value of CHF 0.05 each, by the exercise of conversion and/or option rights which are granted in connection with convertible bonds, option bonds or other financial market instruments of the company or affiliated companies. The requested increase of the current conditional capital according to Article 3c of the Articles of Association corresponds to 5.34% of the 89,891,344 registered shares registered as per 26 February 2015 in the commercial register.

Motion of the Board of Directors: In connection with the increase of the conditional capital Article 3c of the Articles of Association has to be modified, so that it states as follows (unofficial translation of the German original text):

*"Art. 3c: **Conditional Capital***

The share capital of the company, with exclusion of pre-emptive rights of shareholders, shall be increased by a maximum aggregate amount of CHF 440,000 through the issuance of a maximum of 8,800,000 registered shares, which shall be fully paid-in, with a nominal value of CHF 0.05 each, by the exercise of conversion and/or option rights which are granted in connection with convertible bonds, option bonds or other financial market instruments of the company or affiliated companies."

Paragraphs 2-5 of Article 3c of the Articles of Association remain unchanged.

8.3. Adaptation of Art. 29 Para. 2 Sentence 1 of the Articles of Association

The Board of Directors proposes to reduce the permitted maximal duration of non-competition clauses in return for payment as set forth in Art. 29 Para. 2 Sentence 1 of the Articles of Association from no longer than three years after the end of an employment relationship to no longer than twelve months after the end of an employment relationship.

Motion of the Board of Directors: Art. 29 Para. 2 Sentence 1 of the Articles of Association has to be modified, so that it states as follows (unofficial translation of the German original text):

*"Art. 29: **Employment and Mandate Agreements***

(...)

The agreement of non-competition clauses in return for payment of no longer than twelve months after the end of an employment relationship is permitted. (...)"

Paragraph 1 as well as Sentences 2 and 3 of Paragraph 2 of Art. 29 of the Articles of Association remain unchanged.

Voting right

Shareholders who are registered on 29 March 2015 (the qualifying date) in the share register are entitled to vote. In the period from 30 March 2015 until the day following the Shareholders' Meeting on 29 April 2015 no entry is made into the share register.

Documentation

The annual report with the management report 2014, the annual financial statements 2014, the consolidated financial statements 2014 and the remuneration report 2014 as well as the reports of the auditors are available for inspection at the Company's headquarters, Schorenstrasse 39, 3645 Gwatt/Thun, and can be ordered there. Furthermore, these documents can be viewed on the internet under

<http://www.meyerburger.com/en/investor-relations/financial-reports-publications/>.

Invitation, registration and admission cards

Shareholders, who are registered in the share register on 29 March 2015, will receive the invitation to the ordinary Shareholders' Meeting directly. The shareholders are asked to return the enclosed form by 17 April 2015, if they intend to participate at the Shareholders' Meeting.

Following the return of the registration form to the Company the shareholders of Meyer Burger Technology Ltd will receive the admission card and the voting material.

Granting of powers of attorney

Shareholders who are unable to participate in the Shareholders' Meeting may appoint as a representative another shareholder, a third party or Mr lic. iur. André Weber, Attorney at Law, Kappelergasse 11, 8001 Zurich, as the independent proxy holder in the sense of Article 689c CO.

In such cases, the power of attorney on the back of the application has to be completed accordingly and returned to the representative. By signing the application, the independent proxy holder is authorised to approve the proposals of the Board of Directors, should no other instructions in writing have been given. This also applies where the Shareholders' Meeting votes on motions, which are not listed in the invitation. In the case of compelling reasons, the independent proxy holder has the right of substitution to a third party.

Electronic remote voting through electronic authorisations and instructions to the independent proxy holder

The necessary login-data for the electronic remote voting are enclosed to this invitation. Authorisations and instructions can be issued electronically no later than 27 April 2015 at 10:00 p.m.

Gwatt/Thun, 8 April 2015

Meyer Burger Technology Ltd
On behalf of the Board of Directors:

Peter M. Wagner, Chairman

Meyer Burger Technology Ltd
Schorenstrasse 39
CH-3645 Gwatt/Thun
Phone: +41 (0)33 221 28 00
Fax: +41 (0)33 221 28 08
mbtinfo@meyerburger.com